

# **Exhibit A**

## SULLIVAN & CROMWELL LLP

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September 11, 2014

Via E-mail

Eric C. Hawkins,  
Weil, Gotshal & Manges LLP,  
767 Fifth Avenue,  
New York, NY 10153-0119.

Re: *In re Lehman Brothers Holdings Inc.*, No. 08-13555 (SCC);  
*Lehman Brothers Holding Inc. v. Giants Stadium LLC*, No. 13-  
01554 (SCC)

Dear Mr. Hawkins:

On behalf of Giants Stadium LLC ("Giants Stadium"), I write in response to your letter dated August 29, 2014, in which you request that Giants Stadium withdraw its pending motions ("Motions") for (i) Rule 2004 discovery of Lehman Brothers, Inc. concerning Giants Stadium's claims against Lehman Brothers Holdings Inc. ("LBHI") and Lehman Brothers Special Financing Inc. ("LBSF," together with LBHI, "Debtors") and (ii) for authorization to depose certain former employees of Debtors who are likely to have personal knowledge relevant to Giants Stadium's claims.

Giants Stadium shares Debtors' stated objectives of "promot[ing] orderly administration of the litigation," fostering "non-duplicative, streamlined discovery," and "uncluttering the docket." Accordingly, we have prepared a stipulation withdrawing the Motions conditioned on the consolidation of the above-referenced proceedings and the parties' mutual acknowledgment that such consolidation will afford Giants Stadium all discovery rights available under Part VII of the Federal Rules of Bankruptcy Procedure. We expect there will be no dispute that Debtors' adversary proceeding and the contested matter "involve common questions of law and fact." Fed. R. Civ. P. 42(a). As Judge Chapman stated on July 16, 2014 "it seems to me that we would want to do it in one proceeding."

Please let me know if you have any comments on the draft stipulation.

Very truly yours,



Bruce E. Clark

(Attachment)

S&C Draft of September 11, 2014

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC., <i>et al.</i> ,	:	Case No. 08-13555 (SCC)
	:	
Debtors.	:	Jointly Administered
	:	

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LEHMAN BROTHERS HOLDINGS INC. and	:	Adversary Proceeding
LEHMAN BROTHERS SPECIAL FINANCING INC.,	:	
	:	Case No. 13-01554 (SCC)
Plaintiffs,	:	
	:	
v.	:	
	:	
GIANTS STADIUM LLC,	:	
	:	
Defendant.	:	

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**STIPULATION CONSOLIDATING  
CONTESTED MATTER WITH ADVERSARY PROCEEDING**

WHEREAS, on October 29, 2009, Giants Stadium LLC (“Giants Stadium”) filed proof of claim number 64070 against Lehman Brother Special Financing Inc. (“LBSF”) and proof of claim number 64071 against Lehman Brothers holdings Inc. (“LBHI,” and together with LBSF, “Debtors”), concerning the termination of two interest rate swap agreements to which Giants Stadium and LBSF were parties;

WHEREAS, on October 23, 2013, Debtors commenced an adversary proceeding against Giants Stadium, Case No. 13-01554 (the “Adversary Proceeding”), concerning the same swap agreements giving rise to Giants Stadium’s proofs of claim;

WHEREAS, on August 22, 2014, Debtors filed an Objection to Giants Stadium's proofs of claim, giving rise to a contested matter in *In re Lehman Brothers Holdings Inc.*, et al., Case No. 08-13555 (SCC) (the "Bankruptcy Proceeding");

WHEREAS, the Adversary Proceeding and the Bankruptcy Proceeding "involve . . . common question[s] of law [and] fact," Fed. R. Civ. P. 42(a),

WHEREAS, consolidating the Adversary Proceeding and the Bankruptcy Proceeding will "avoid unnecessary cost or delay," Fed. R. Civ. P. 42(a)(3);

WHEREAS, this Court previously stated that "it seems to me that we would want to do this [adjudicate the Adversary Proceeding and the contested matter in the Bankruptcy Proceeding] in one proceeding" (July 16, 2014 Tr. at 134);

WHEREAS, the parties previously agreed, in a stipulation so-ordered by this Court on July 21, 2014 [ECF No. 33], that "all discovery by Lehman and Giants Stadium pursuant to Rule 2004 in this bankruptcy case [No. 08-13555] is available to be used in connection with the [A]dversary [P]roceeding and the resolution of [Giants Stadium's] Proofs of Claim [in the Bankruptcy Proceeding]";

IT IS HEREBY STIPULATED AND AGREED BY AND AMONG THE PARTIES, THROUGH THEIR UNDERSIGNED COUNSEL, AND, UPON COURT APPROVAL HEREOF, IT SHALL BE ORDERED THAT:

1. The contested matter relating to Giants Stadium's proofs of claim in the Bankruptcy Proceeding and the Adversary Proceeding are hereby consolidated pursuant to Rule 42 of the Federal Rules of Civil Procedure, made applicable by Bankruptcy Rule 7042.

2. In light of the consolidation of the above-referenced actions, Giants Stadium's pending motions for (i) discovery pursuant to Rule 2004 of the Federal Rules of Bankruptcy Procedure, and (ii) authorizations to depose certain former employees of Debtors who have personal knowledge relevant Giant Stadium's claims, are hereby withdrawn as moot, without prejudice. Giants Stadium may obtain both document and deposition discovery related to both the Bankruptcy Proceeding (including, without limitation, to Giants Stadium's proofs of claim) and the Adversary Proceeding in accordance with Part VII of the Federal Rules of Bankruptcy Procedure, including, without limitation, Rules 7026-37.
3. This Order shall appear on the docket of the Bankruptcy Proceeding, Case No. 08-13555, and the docket of the Adversary Proceeding, Case No. 13-01554.
4. This Court shall retain jurisdiction to hear and determine all matters arising from or related to the interpretation, implementing, or enforcement of this Order.

Dated: September \_\_, 2014  
New York, New York

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*Attorneys for Debtors*

SO ORDERED this \_\_\_\_ day of September, 2014

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THE HONORABLE SHELLY C. CHAPMAN  
UNITED STATES BANKRUPTCY JUDGE